

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 April 30, 2008 Expires: Estimated average burden hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	Serial					
DATE	RECEIVED					
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Name of Offering (check if this is an an	nendment and name h	as changed, and indic	cate change.)				
Robbins Bros. Corporation / Offering of	Common Stock	•	- ,			PRUCE	.55
Filing Under (Check box(es) that apply): Type of Filing: New Filing	☐ Rule 504 ☐ Amendment	□ Rule 505	⊠ Rule 506	☐ Section 4(6)	ULOE	NOV 1 6	201
	A. I	BASIC IDENTIFICA	ATION DATA			THOMS	SON
1. Enter the information requested about th	e issuer				· · · · · · · · · · · · · · · · · · ·)FINANI	JAL
Name of Issuer (☐ check if this is an	n amendment and nan	ne has changed, and in	ndicate change.)		_		
Robbins Bros. Corporation						۸	
Address of Executive Offices	(1)	Number and Street, C	ity, State, Zip Code)	Telephone Number (Including Area Co	de)	
1300 W. Optical Drive, Suite 200, Azus				(626) 224-9433	All	///	
Address of Principal Business Operations	•	Number and Street, C	ity, State, Zip Code)	Telephone Number (Including Area Co	depol	
(if different from Executive Offices)	Same			Same	A	CD 1521	
Brief Description of Business Design and sale of jewelry.					NOV 06	2007	
Type of Business Organization Corporation	☐ limited partners	hip, already formed	Other (pleas	e specify)	10/86	JON	
□ business trust	☐ limited partners	hip, to be formed					
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	or Organization: 1	nnth Year 2 0 4 S. Postal Service abb da; FN for other forei		Estimated DE	070	3046	
GENERAL INSTRUCTIONS							
Federal: Who Must File: All issuers making an offering of securitie	s in reliance on an exemption	n under Regulation D or Sect	ion 4(6), 17 CFR 230.501 et	seq. or 15 U.S.C. 77d(6).			
When To File: A notice must be filed no later than 15 day the SEC at the address given below or, if received at that a						arlier of the date it is re	xeived by
Where to File: U.S. Securities and Exchange Commission,	450 Fifth Street, N.W., Was	hington, D.C. 20549,					
Copies Required: Five (5) copies of this notice must be file	ed with the SEC, one of whic	h must be manually signed.	Any copies not manually sig	ned must be photocopies of the r	nanually signed copy or	bear typed or printed s	ignatures.
Information Required: A new filing must contain all infor the information previously supplied in Parts A and B. Part			ne of the issuer and offering,	any changes thereto, the inform	ation requested in Part (C, and any material cha	nges from
Filing Fee: There is no federal filing fee.							
State: This notice shall be used to indicate reliance on the Unifo separate notice with the Securities Administrator in each accompany this form. This notice shall be filed in the appr	state where sales are to be,	or have been made. If a sta	te requires the payment of t	a fee as a precondition to the cl	aim for the exemption,		
		ATTI	ENTION				
							

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 5

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner		□ Director	☐ General and/or Managing Partner
full Name (Last name first, if	individual)				
Robbins, Stephen A.					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
200 W. Ondinal Bulina Cult	- 200 A-was CA 0	1702			
1300 W. Optical Drive, Suite		☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or
Check Box(es) that Apply:	☐ Promoter	La Benericiai Owner	Es Executive Officer	≥ Director	Managing Partner
Full Name (Last name first, if	individual)				
Lazarus, Michael					
Business or Residence Addres	ss (Number and Str	et, City, State, Zip Code)			
Dies 1 Day 7 Con Evensions	CA 94111				
<u>Pier 1, Bay 2, San Francisco</u> Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if	individual)				
Berg, John A.	01 1 1 7	. 02 01 01 0 13			
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
Pier 1, Bay 2, San Francisco	CA 94111				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
	•				
McIntyre, Amy Curtis Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
		,			
1211 Maple Avenue, Wilmer		☐ Beneficial Owner	☑ Executive Officer	□ D'+	D.Cland
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	A Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Ross, Bruce R.					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·
1300 W. Optical Drive, Suite Check Box(es) that Apply:	e 200, Azusa, CA 9	1702 ☐ Beneficial Owner		☐ Director	☐ General and/or
Circox Box(cs) that Apply.	Li Fiolilotei	Denencial Owner	₩ Executive Officer	G Dilector	Managing Partner
Full Name (Last name first, if	individual)				
(launaman Andu					
Heyneman, Andy Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
	•				
1300 W. Optical Drive, Suite	e 200, Azusa, CA 9	1702 ☐ Beneficial Owner	☑ Executive Officer	C Diseases	Consmit and/or
Check Box(es) that Apply:	□ Promoter	Li Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Gomperts, Larry					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
	•				
1300 W. Optical Drive, Suite			▼ Evenutius Officer	□ Di-note-	Conord and/or
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Cordova, John					
Business or Residence Addres	ss (Number and Str	et, City, State, Zip Code)			
1200 337 0 2 1 1 2 2 2 2 2	***	1704			
1300 W. Optical Drive, Suit			ce additional coniec of this shee	ot ne nacacenari	

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1						 	

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Full Name (Last name first, if individual) Sansavera, Sandy Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	
Pimental, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☒ Executive Officer □ Director □ General and/Managi Full Name (Last name first, if individual) Sansavera, Sandy Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply: □ Promoter ☒ Beneficial Owner □ Executive Officer □ D'rector □ General and/Managi Full Name (Last name first, if individual) Stephen A. Robbins and Marisa A. Robbins Living Trust Dated July 22, 1988	•
Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	
Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	
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Check Box(es) that Apply:	
Full Name (Last name first, if individual) Sansavera, Sandy Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	
Full Name (Last name first, if individual) Sansavera, Sandy Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	or ng Partner
Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply:	
Business or Residence Address (Number and Street, City, State, Zip Code) 1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Drector Managi Full Name (Last name first, if individual) Stephen A. Robbins and Marisa A. Robbins Living Trust Dated July 22, 1988	
1300 W. Optical Drive, Suite 200, Azusa, CA 91702 Check Box(es) that Apply: □ Promoter ☒ Beneficial Owner □ Executive Officer □ D'rector ☐ General and/Managi Full Name (Last name first, if individual) Stephen A. Robbins and Marisa A. Robbins Living Trust Dated July 22, 1988	
Check Box(es) that Apply:	
Check Box(es) that Apply:	
Full Name (Last name first, if individual) Stephen A. Robbins and Marisa A. Robbins Living Trust Dated July 22, 1988	
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	•
ARRANIA AL ARAN AND AND AND AND AND AND AND AND AND A	
1300 W. Optical Drive, Suite 200, Azusa, CA 91702	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/ Manage	or ng Partner
Full Name (Last name first, if individual)	
Stephen A. Robbins 2005 Annuity Trust	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Dustiness of Residence Address (Number and Street, City, State, 21p Code)	
1300 W. Optical Drive, Suite 200, Azusa, CA 91702	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/)r
Manag	ng Partner
Full Name (Last name first, if individual)	
Marisa A. Robbins 2005 Annuity Trust	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1300 W. Optical Drive, Suite 200, Azusa, CA 91702	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/	or ng Partner
Full Name (Last name first, if individual)	ng ruttier
Weston Presidio Capital IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code)	
Pier I, Bay 2, San Francisco, CA 94111	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/	
Manag	ng Partner
Full Name (Last name first, if individual)	
Dorset Capital L.P.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Diar 1 Pay 2 San Francisco CA 04111	
Pier 1, Bay 2, San Francisco, CA 94111 Check Box(es) that Apply: □ Promoter ☑ Beneficial Owner □ Executive Officer □ Director □ General and/	or
	ng Partner
t un traine (Last name 11st, il musridual)	
Robbins, Emerson	
Business or Residence Address (Number and Street, City, State, Zip Code)	
18254 17th Place NW, Shoreline, WA 98177	

												
0			<u> </u>	В.	INFORMA'	TION ABOU	JT OFFERI	NG			Yes	No
≠ 1 Hactha	icener cold	or does the	issuer inten	d to sell to :	non-accredit	ed investors	s in this offe	ring?			Y es	No No
i. Has uic	issuci solu,	or does the			pendix, Col						_	_
2 What is	the minimu	ım investme									. \$	N/A
2. ***********	, are minimic		(1121 1111	oo uooopioa							Yes	No
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4. Enter tl	ne informatio	on required	for each per	son who ha	s been or wi	ill be paid o	r given, dire	ctly or indir	ectly, any c	ommission		
or simi	lar remunera an associat	ation for soli	icitation of	ourchasers i	n connection	n with sales	of securitie	s in the offe	ring. If a p	erson to be		
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	h the inform						- ,					
Full Name (I	ast name firs	t if individua	1)							<u> </u>		
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Name of Ass	ociated Diokt	of Of Dealer										
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[]												
Full Name (I	Last name firs	t, if individua	l)									
Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
	<u> </u>											
Name of Ass	sociated Broke	er or Dealer										
	ich Person Li											D All States
(Check "A	II States" or cl	neck individu [AZ]	ai Siates) [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	🖸 All States [ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last name firs	t, if individua	d)				· · · · · ·					
Business or	Residence Ad	dress (Numbo	er and Street,	City, State, Z	ip Code)					·		
Name of Ass	sociated Broke	er or Dealer										,
States in Wh	ich Person Li	sted Has Soli	cited or Intend	ds to Solicit P	urchasers							
(Check "A	Il States" or c	heck individu	al States)					******************				🗆 All State
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bo and indicate in the columns below the amounts of the securities offered for exchange and alread	x			
	exchanged.	Aggre		A	mount Already
	Type of Security	Offering			Sold
	Debt	S		s_	
	Equity	\$_1,000,000		2 <u> </u>	.000,000
	☑ Common ☐ Preferred				
	Convertible Securities (including Warrants)	\$		3	
	Partnership Interests	<u>s</u>		2_	
	Other (Specify)	\$		2_	
	Total	\$ 1,000,000		\$ <u> </u>	000,000,
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	e	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	••••••	1	:	1,000,000
	Non-accredited Investors		0-	;	S <u>-0-</u>
	Total (for filings under Rule 504 only)		N/A	:	<u>N/A</u>
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
	sale of securities in this orienting. Classify securities by type insect in that C - Question 1.	1	Type of		Dollar Amount
	Type of offering		Security		Sold
	Rule 505				
			N/A	;	\$ <u>N/A</u>
	Regulation A		N/A N/A		S <u>N/A</u> S <u>N/A</u>
	Regulation A		N/A		S N/A
4.	Regulation A	es ee ot	N/A N/A N/A		S <u>N/A</u> S <u>N/A</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securitie in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	es ee oot	N/A N/A N/A	:	S N/A S N/A S N/A
4.	Regulation A	es see	N/A N/A N/A	: :	\$ N/A \$ N/A \$ N/A \$ N/A \$ 10,000
4.	Regulation A	es se ot	N/A N/A N/A		\$ N/A \$ N/A \$ N/A \$ S
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	c. OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSES	AND US	SE OF PROCEEDS			
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."						
5.	Indicate below the amount of the adjusted gross pro- used for each of the purposes shown. If the amount estimate and check the box to the left of the estimate, the adjusted gross proceeds to the issuer set forth in re-						
				Payments to Officers, Directors & Affiliates		Payments to Others	
	Salaries and Fees			\$		S	
	Purchase of real estate			s		S	
	Purchase, rental or leasing and installation of machinery			s	_ 0	\$	
	Construction or lease of plant buildings and facilities			\$	_ 🗆	\$	
	Acquisition of other businesses (including the value of soffering that may be used in exchange for the assets or sissuer pursuant to a merger)	ecurities of another		\$		s	
	Repayment of indebtedness		_	\$	_	\$	
	Working capital		_	\$	_	\$ 990,000	
	Other (specify)		_		_		
			_	r		•	
	Column Tatala			\$	_ 🗵	\$ 990,000	
	Column Totals Total Payments Listed (column totals added)			⊠ \$_99	_	\$ <u>970,000</u>	
	Total Laymone Block (column total addes)						
	D.	FEDERAL SIGNATURE					
signature	er has duly caused this notice to be signed by the under c constitutes an undertaking by the issuer to furnish to ion furnished by the issuer to any non-accredited investor	the U.S. Securities and Exc.	hange C	Commission, upon	under Ri written re	ule 505, the following equest of its staff, the	
Issuer	(Print or Type)	Signature		1		Date	
	ns Bros. Corporation	1 /4	1.	Aus.		10/3/107	
	of Signer (Print or Type)	Title of Signer (Print or T	ype)			1 - 1 - 1	
	R. Ross	Chief Financial Officer					

ATTENTION_

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

